



October 5, 2020

Via Email and CM/ECF

Hon. Analisa Torres, United States District Judge
United States District Court
Southern District of New York
500 Pearl Street
New York, NY 10007

**Re: *Tillman v. Morgan Stanley Smith Barney, LLC*, No. 1:20-cv-05914
Grossman v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06012
Behar v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06300
Dalton v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06468
Nelson v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06538
Blythe v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06610
Shapouri v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06640
Smith v. Morgan Stanley Smith Barney, LLC, No. 1:20-cv-06984**

Dear Judge Torres:

Pursuant to the Court's August 5, 2020 Pretrial Conference Order entered in the *Tillman* and *Grossman* actions referenced above, the parties will appear before the Court telephonically for an initial pretrial conference at 10:20 a.m. on October 8, 2020. In anticipation of that conference, and pursuant to section II.B of Your Honor's Individual Practices in Civil Cases, Plaintiffs herein explain the basis for the existence of subject-matter jurisdiction founded on diversity of citizenship pursuant to 28 U.S.C. § 1332.

Morgan Stanley Smith Barney, LLC ("Morgan Stanley") is the only defendant in the above-referenced actions (collectively, the "Consolidated Actions"). Morgan Stanley is a limited liability company organized under the laws of Delaware with its principal place of business in New York, New York. Morgan Stanley Domestic Holdings, Inc. ("MSDHI") is the sole member of Morgan Stanley. MSDHI is also a Delaware corporation with its principal place of business in New York, New York.

This Court has subject matter and diversity jurisdiction over the Consolidated Actions under 28 U.S.C. § 1332(d) because: (1) they are class actions in which the amount in controversy exceeds the sum or value of \$5 million, exclusive of interest and costs; (2) there are more than 100 members in the proposed class; and (3) most of the members of the proposed class—including all but two of the named plaintiffs in the Consolidated Actions—are citizens of states different from Morgan Stanley.

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Respectfully submitted,

/s/ Linda P. Nussbaum

Linda P. Nussbaum

/s/ Jean Martin

Jean Martin

Interim Co-Lead Counsel for Class Plaintiffs